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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

UTHE TECHNOLOGY CORPORATION,  
  
Plaintiff,  
  
vs.  
  
AETRIUM, INC., HARRY ALLEN, *et al.*,  
  
Defendants.

CASE No. 3:95-cv-02377-WHA

**DECLARATION OF TAN LEE TIAN  
(KATHERINE YIP) IN SUPPORT OF  
PLAINTIFF'S OPPOSITION TO  
DEFENDANTS' MOTION FOR SUMMARY  
JUDGMENT**

Date: September 5, 2013  
Time: 8:00 a.m.  
Dept.: Courtroom 8, 19th Floor  
Judge: Hon. William H. Alsup

1 **DECLARATION**

2 I, Tan Lee Tian (also known as Katherine Yip), declare as follows:

3 1. I was an employee of Uthe Technology (Singapore) Pte. Ltd. ("Uthe Singapore")  
4 from about November 1976 to early 1997.

5 2. Prior to October 1992, Uthe Singapore was a subsidiary corporation of Plaintiff Uthe  
6 Technology Corporation ("Uthe USA"). Uthe Singapore was, and still is to my knowledge, in the  
7 business of marketing, distributing, producing and servicing equipment, tools and parts used in the  
8 semiconductor industry. While I worked at Uthe Singapore, we took orders from customers for the  
9 products of manufacturers (or "principals") and arranged for the delivery of the principals' products  
10 to the customers in exchange for commissions on the sales and discounts on products. Uthe USA  
11 was one such principal. Defendant Aetrium, Inc. ("Aetrium") was another. Until October 1992,  
12 Uthe Singapore serviced the customers of both principals.

13 3. In 1992 I was the Sales Administration Manager of Uthe Singapore. My duties were  
14 to manage the procurement of merchandise from Uthe Singapore's principals to be sold and  
15 delivered to customers. In that position I was the primary contact between Uthe Singapore and  
16 Defendants Aetrium and Harry Allen. I had frequent communications with them.

17 4. In 1992 I was personally involved in a conspiracy with Aetrium and Mr. Allen to  
18 divert business away from Uthe Singapore. The plan began in about April 1992, when myself and  
19 the other principals of Uthe Singapore, including Kwan Seik Cheong, Chow Yoke Keng and Chua  
20 Chow Tien (collectively, the "Uthe Singapore officers"), began discussing a plan to take over Uthe  
21 Singapore's business and cut out Uthe USA and its principal, Mr. Michael Goodson.

22 5. As part of this plan, in early July 1992, I participated in a phone call with the Uthe  
23 Singapore officers and Aetrium President Joseph Levesque, and other executives from Aetrium. The  
24 Uthe Singapore officers and I were in Singapore and the Aetrium executives were in the United  
25 States. During that call we discussed and agreed upon a plan to divert business and income away  
26 from Uthe Singapore. Specifically, the Aetrium persons on the call, including Mr. Levesque,  
27 specifically and verbally agreed: (1) that Aetrium would withhold commissions that were earned by  
28 and payable to Uthe Singapore on the sale of Aetrium products so that they would not show up on

1 Uthe Singapore's books; (2) to secretly alter the terms of Aetrium's distribution contract with Uthe  
2 Singapore so that it could be quickly terminated and switched over to a new shell company if  
3 necessary; (3) divert orders from customers away from Uthe Singapore; (4) conceal everything from  
4 Uthe USA and Mr. Goodson. The purpose of this conspiracy was to divert business away from Uthe  
5 Singapore, including the sale of Aetrium products under the altered distribution agreement. In  
6 addition, we hoped that by lowering the apparent value of Uthe Singapore (by keeping sales and  
7 commission off of its accounts), we might be able to convince Uthe USA and Mr. Goodson to sell  
8 the company cheaply, so that we would have complete control of the company and would be able to  
9 partner with Aetrium and focus on the distribution of Aetrium products at the expense of Uthe USA.  
10 The planned partnership with Aetrium, including the servicing of Uthe Singapore clients, was  
11 intended to continue indefinitely into the future.

12 6. In July 1992, with the knowledge, approval and assistance of Aetrium and Mr. Allen,  
13 I began the process of diverting business away from Uthe Singapore.

14 7. The diversion of orders from Uthe Singapore was carried out in the following manner:  
15 I and Kwan Seik Cheong contacted customers who had placed orders through Uthe Singapore and  
16 asked them to cancel the orders and reissue them with a competitor company that we had set up in  
17 secret. I was responsible for contacting customers for Aetrium products. Sometimes the customers  
18 were not comfortable cutting out Uthe Singapore. In those instances, I worked with Aetrium and  
19 Harry Allen to convince the customers to reissue the orders with Aetrium directly. Also, from the  
20 beginning of the conspiracy until after it was discovered by Mr. Goodson, I and others at Uthe  
21 Singapore had many phone calls and exchanged dozens and dozens of faxes with Aetrium and Mr.  
22 Allen in the United States as part of the scheme to divert customers and business away from Uthe  
23 Singapore and continue to service the clients that we had diverted orders from.

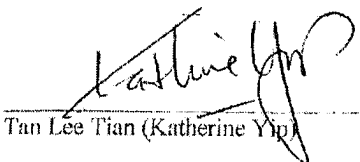
24 8. This plan to secretly divert customers away from Uthe Singapore, and profit from the  
25 ongoing service of those customers at the expense of Uthe USA, was intended to continue  
26 indefinitely into the future. The goal of the conspiracy between Uthe Singapore and Aetrium and  
27 Allen was not simply to buy Uthe Singapore. Taking over Uthe Singapore was one step in the  
28 overall plan for Aetrium and the employees and officers of Uthe Singapore to profit by cutting Uthe

1 USA out of the picture and preventing future payments to Uthe USA. In fact, we knew that it might  
2 not be possible to take over Uthe Singapore, if Uthe USA and Mr. Goodson could not be convinced  
3 to sell it. That is why we set up a secret shell corporation in 1992—to divert Uthe Singapore orders  
4 to and continue the business of distributing products to Uthe Singapore customers in the event that  
5 Uthe Singapore remained under the control of Uthe USA. Taking over Uthe Singapore was never  
6 the end goal of the conspiracy, it was simply a step in the plan to profit by keeping all of the business  
7 and profits from that company for ourselves.

8 9. After Uthe USA sold Uthe Singapore to the Uthe Singapore officers in October 1992,  
9 we continued to service customers, including Aetrium customers, and accept payments, part of which  
10 would have gone to Uthe USA if we had not been able to continue to keep our diversions hidden  
11 from Uthe USA and Mr. Goodson. The conspiracy, including the agreement between Uthe  
12 Singapore and Aetrium to keep everything that we had done hidden from Uthe USA and Mr.  
13 Goodson, was exposed sometime in the summer of 1993, when Aetrium, Mr. Allen, myself and the  
14 other Uthe Singapore officers were sued in the United States by Uthe USA. Mr. Goodson's  
15 discovery of the conspiracy and the lawsuit is what brought it to an end, even though payments that  
16 should have gone to Uthe USA were withheld even after the conspiracy was discovered. If Mr.  
17 Goodson had not discovered the conspiracy to divert orders and contracts away from Uthe  
18 Singapore, we would have kept it secret from him to this day and continued to service customers and  
19 withhold payments.

20 I declare under the penalty of perjury under the laws of the United States of America that the  
21 foregoing is true and correct.

22 Executed on this 14<sup>th</sup> day of August, 2013, at Singapore.

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25 Tan Lee Tian (Katherine Yip)  
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